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FORM D SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM D FORM D PURSUANT TO REGULATION D, SECTION 4(6) AND/OR

OMB APPROVAL
OMB Number:
Expires:
Estimated average burden
hours per response

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Name of Offeng (
Class A and B Units Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer Check if this is an amendment and name has changed, and indicate change.) Graceway Holdings, LLC Address of Executive Offices (Number and Street, City, State, Zip Code) 340 Edgemont, Suite 500, Bristol, Tennessee 37620 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
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340 Edgemont, Suite 500, Bristol, Tennessee 37620 (423) 968-4805 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
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(II dilicitation Exceedity Onlos)
Brief Description of Business Holding company (investment in securities of its subsidiaries).
Type of Business Organization corporation
Actual or Estimated Date of Incorporation or Organization: Month Year

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

-ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: · Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ☐ Director General and/or ■ Executive Officer Check Box(es) that Apply: □ Promoter ■ Beneficial Owner Managing Partner Full Name (Last name first, if individual) GTCR Fund VIII, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 6100 Sears Tower, Chicago, Illinois 60606-6402 Check Box(es) that Apply: □ Promoter Beneficial Owner ☐ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) GTCR Fund IX/A, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 6100 Sears Tower, Chicago, Illinois 60606-6402 Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Jannotta, Jr., Edgar D. Business or Residence Address (Number and Street, City, State, Zip Code) c/o GTCR Golder Rauner II, L.L.C., 6100 Sears Tower, Chicago, Illinois 60606-6402 ☐ Beneficial Owner ■ Executive Officer □ Director General and/or Check Box(es) that Apply: ☐ Promoter Managing Partner Full Name (Last name first, if individual) Mihas, Constantine S. Business or Residence Address (Number and Street, City, State, Zip Code) c/o GTCR Golder Rauner II, L.L.C., 6100 Sears Tower, Chicago, Illinois 60606-6402 ■ Beneficial Owner Check Box(es) that Apply: □ Promoter □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Jefferson J. Gregory Business or Residence Address (Number and Street, City, State, Zip Code) 340 Edgemont, Suite 500, Bristol, Tennessee 37620 ☐ Executive Officer Check Box(es) that Apply: ☐ Promoter ■ Beneficial Owner □ Director General and/or Managing Partner Full Name (Last name first, if individual) Xavier Yon Business or Residence Address (Number and Street, City, State, Zip Code) 6 rue Solferino, 78000 Versailles, France Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual)

Robert J. Moccia

Business or Residence Address (Number and Street, City, State, Zip Code) 340 Edgemont, Suite 500, Bristol, Tennessee 37620

A. BASIC IDENTIFICATION DATA (continued)										
Check Box(es) that Apply:	Promoter	Beneficial Owner	☑ Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if	individual)									
John A. A. Bellamy										
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)								
340 Edgemont, Suite	500, Bristol, Te	ennessee 37620								

			•	В.	INFORM/	ATION AB	OUT OFFE	RING				
											Yes	No
1. Has	the issuer s	sold, or doe	s the issue	r intend to	sell, to non	-accredite	d investors	in this offe	ring?		🔲	\boxtimes
			Д	answer also	in Append	ix, Colum	n 2, if filin	g under UL	OE.			
2. What is the minimum investment that will be accepted from any individual?									. <u>\$ N</u>	I/A		
											Yes	No
3. Does the offering permit joint ownership of a single unit?									. 🛛			
com offer and/	er the information or ring. If a poor with a stated pers	similar ren erson to be tate or state	nuneration listed is ances, list the r	for solicita associate ame of the	tion of pur d person or broker or	chasers in agent of a dealer. If n	connection broker or one nore than fi	with sales dealer regis ve (5) pers	of securities tered with ons to be l	the SEC isted are		
Full Na	me (Last n	ame first, i	f individua	1)								
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	et, City, Sta	te, Zip Co	de)					
Name o	of Associate	ed Broker (or Dealer									
	n Which Peeck "All St										🔲 Al	Il States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]·	[DE]	[DC]	[FL]	[GA]	[HI]	{ID}
(IL)	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[נדט]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last n	ame first, i	f individua	l)	*****							
Busines	ss or Reside	ence Addre	ess (Numbe	er and Stree	et, City, Sta	ite, Zip Co	de)					
Name o	of Associate	ed Broker o	or Dealer									
	n Which Pe										—————————————————————————————————————	Il States
(AL)	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	[ID]
(IL)	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[DL] [MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[บาา]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	ıme (Last n	ame first, i	f individua	1)								
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mame o	of Associate	ea Broker (or Dealer									
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[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

l.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	<u>\$</u>	\$
	Equity (Common)	\$0	\$0
	Equity (Preferred)	\$206,029,746	\$0
	Convertible Securities (including warrants)	\$	<u>s</u>
	Partnership Interests	\$	\$
	Other (Specify)	\$	S
	Total	\$206,029,746	\$0
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregata
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	0	\$0
	Non-accredited Investors	0	\$0
	Total (for filings under Rule 504 only)	0	\$0
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part $C-$ Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505	0	\$0
	Regulation A	0	\$0
	Rule 504	0	\$0
	Total	0	\$0
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	🛛	\$0
	Printing and Engraving Costs	🛛	\$0
	Legal Fees	🛚	\$0
	Accounting Fees	🛛	\$0
	Engineering Fees		\$0
	Sales Commission (specify finders' fees separately)		\$0
	Other Expenses (identify)		\$0
	Total	_	\$0

Salaries and fees		0, 0, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1,									
cach of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above. Payments to Officers, Payments to Officers & Affiliates Salaries and fees	b.	and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted									
Salaries and fees	5.	each of the purposes shown. If the amou check the box to the left of the estimate.	nt for any purpose is not known, furnish an estima The total of the payments listed must equal the ac	ate an	1						
Purchase of real estate					Officers, Directors		Payments To Others				
Purchase, rental or leasing and installation of machinery and equipment		Salaries and fees		🛛	\$0	\boxtimes	\$0				
Construction or leasing of plant buildings and facilities		Purchase of real estate		🛛	\$0	\boxtimes	\$0				
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		Purchase, rental or leasing and insta	llation of machinery and equipment	🛭	\$0	\boxtimes	\$0				
offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		Construction or leasing of plant buil	🛛	\$0	\boxtimes	\$0					
Working capital		offering that may be used in exchang	ge for the assets or securities of another issuer	🛛	\$0	⋈	\$0				
Other (specify): \$206,029,746 will be contributed to the company's wholly-owned subsidiary, Graceway Pharmaceuticals, LLC and subsequently used by Graceway Pharmaceuticals, LLC as working capital. So So So So So So So S		Repayment of indebtedness	🛛	\$0	\boxtimes	\$0					
subsidiary, Graceway Pharmaceuticals, LLC and subsequently used by Graceway Pharmaceuticals, LLC as working capital S0 S0		Working capital		🛛	\$0	\boxtimes	\$0				
Column Totals		subsidiary, Graceway Pharmaceutica	als, LLC and subsequently used by Graceway		\$206,029,746	⊠	\$0				
Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon writte request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Signature Graceway Holdings, LLC Name of Signer (Print or Type) Title of Signer (Print or Type)				🛛	\$0	\boxtimes	\$0				
D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon writte request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Signature Graceway Holdings, LLC Name of Signer (Print or Type) Title of Signer (Print or Type)		Column Totals		🛛	\$0	\boxtimes	\$206,029,746				
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon writte request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Signature Graceway Holdings, LLC Name of Signer (Print or Type) Title of Signer (Print or Type)		Total Payments Listed (column total	s added)	•••	⊠ <u>\$2</u>	:06,029	9,746				
Following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Signature Graceway Holdings, LLC Name of Signer (Print or Type) Title of Signer (Print or Type) Title of Signer (Print or Type)			D. FEDERAL SIGNATURE								
Graceway Holdings, LLC Name of Signer (Print or Type) May 3, 2007 Title of Signer (Print or Type)	ollo	owing signature constitutes an undertakin	g by the issuer to furnish to the U.S. Securities an	d Exc	hange Commiss	ion, u	pon written				
Name of Signer (Print or Type) Title of Signer (Print or Type)		. ,	Signature		_	·					
			Title of Signer (Print or Type)	l							
onn A. A. Bellamy Executive vice President, Secretary and General Counsel		n A. A. Bellamy	Executive Vice President, Secretary and Genera	l Cou	nsel						

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE						
Is any party described in 17 CFR 230.20 of such rule?	·						
	See Appendix, Column 5, for state resp	oonse.					
2. The undersigned issuer hereby undertak Form D (17 CFR 239.500) at such times	The state of the s	any state in which this notice is filed, a notice on					
The undersigned issuer hereby undertal issuer to offerees.	xes to furnish to the state administrators,	upon written request, information furnished by the					
Limited Offering Exemption (ULOE) o		at must be satisfied to be entitled to the Uniform understands that the issuer claiming the availability atisfied.					
The issuer has read this notification and kundersigned duly authorized person.	nows the contents to be true and has duly	caused this notice to be signed on its behalf by the					
Issuer (Print or Type)	Signature A	Date					
Graceway Holdings, LLC	Graceway Holdings, LLC May 3, 2007						
Name (Print or Type)	Title (Print or Type)						
John A. A. Bellamy	Executive Vice President, Secretary and General Counsel						

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

		,	3			4			
	Intend to non-ac investors (Part B-	to sell ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)*		Type of investor and amount purchased in State (Part C-Item 2)*			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
				Number of Accredited		Number of Non-Accredited			:
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
СО									
СТ							·····		
DE									
DC									
FL									
GA									
ні									
1D									
IL		Ø	Preferred units with an aggregate offering price of \$198,430,613						
lN								0	
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
мо									
MT									

APPENDIX

1	investors	to sell	Type of security and aggregate offering price offered in state (Part C-Item 1)*		Type of investor and amount purchased in State (Part C-Item 2)*				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
NE				HIVESTOIS	Amount	1111031013	Zimyunt			
NV										
NH										
NJ										
NM										
NY										
NC										
ND			•							
ОН										
ок										
OR										
PA		Ø	Preferred units with an aggregate offering price of \$144,288.						፟	
RI										
SC							_			
SD										
TN		⊠	Preferred units with an aggregate offering price of \$7,406,749.						Ø	
TX										
UT										
VT						<u> </u>				
VA									0	
WA								0		
wv										
WI								Ö		
WY										
PR										

* Preferred units with an aggregate offering price of \$48,096 have been offered to a foreign investor.

END